

THE TRIANGLE CORPORATION

June 26, 1989

Pamela Phillips
Senior Attorney
Office of Regional Counsel (6C-S)
United States Environmental Protection Agency
1445 Ross Avenue, Suite 1200
Dallas, Texas 75202

Re: Sheridan Disposal Service Site

Dear Ms. Phillips:

During the past few months we have corresponded with Ms. Ruth Izraeli and you in an attempt to have our company deleted from the PRP list related to the above-captioned site. Copies of such correspondence are enclosed for your convenience.

Recently, Ms. Izraeli furnished us with a piece of paper which appears to be the basis for the inclusion of "Triangle Corporation" on the PRP list (copy enclosed). As you can see, the "Triangle Corporation" in question is shown to have an address of P.O. Box 414, Houston, Texas with a telephone number of 713-415-3020. In addition, a Mark Lane is listed as the "person calling". Ms. Izraeli subsequently indicated that a second page in your file on "Triangle Corporation" indicated that the data was from January 23, 1968.

After obtaining this information from Ms. Izraeli, Jane Gasparrini of our company spent a considerable period of time researching the whereabouts of the "Triangle Corporation" that you are seeking. A copy of Ms. Gasparrini's memorandum describing her efforts is attached.

One final relevant factor which should be mentioned is that our company was incorporated on August 21, 1967 very shortly before the January 23, 1968 date. In addition, as noted in previous correspondence, our company is a holding company, none of our operating subsidiaries had ever used the name Triangle prior to 1986 and none of our manufacturing subsidiaries had ever operated in Texas or had any hazardous waste disposed of at the Sheridan Site.

014472

Pamela Phillips
June 26, 1989
Page 2

Finally, you had previously indicated that if we provided you with an affidavit attesting to certain of the information indicated above, you would be able to initiate the action necessary to have our company deleted from the PRP list and replaced by the "Triangle Corporation" in Houston, Texas supported by your documents. Accordingly, we enclose an affidavit from our Chairman and President, H. Arthur Bellows, Jr. Mr. Bellows was one of the founders of the company and has been active in its management on a continuous basis since 1967.

We sincerely hope that the efforts we have gone to and Mr. Bellows' affidavit will allow you to delete our company from the PRP list. We would appreciate written confirmation from you when the appropriate action has been taken.

Very truly yours,



Alan J. Ritter
Controller

AJR:mc

Enclosures

cc: Ruth Izraeli, E.P.A.

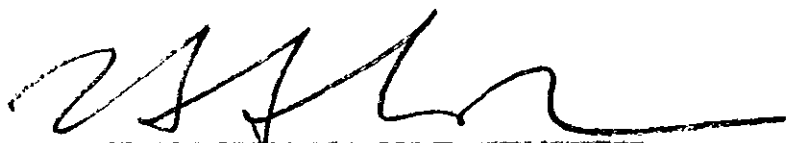
David Tulchin, Esq.
Sullivan & Cromwell

014473

AFFIDAVIT OF H. ARTHUR BELLOWS, JR.

H. Arthur Bellows, Jr. being duly sworn, deposes and says:

1. I am Chairman and President of The Triangle Corporation ("Triangle"). I have been employed by Triangle continuously since 1967. I make this affidavit based on personal knowledge of the facts stated herein.
2. Triangle is a Delaware corporation with its executive offices located in Stamford, Connecticut. Triangle was incorporated on August 21, 1967.
3. Triangle is a holding company with its principal function to own the stock of its operating subsidiaries and to make corporate policy and give overall management direction to such subsidiaries. Until 1986, the name "Triangle" was not used by any of our operating subsidiaries.
4. We have never had a subsidiary named "Triangle Corporation" located in Houston, Texas nor to the best of my knowledge, have we ever had an employee named Mark Lane.
5. Our Company has not disposed of any materials at the Sheridan Disposal Service Site in Texas.



H. Arthur Bellows, Jr.

Sworn to and subscribed before
me this 26th day of June, 1989


Notary Public

014474

G-38,389

April 15, 1988

M E M O R A N D U M

TO: Sheridan Site Non-participants in Tiers 5-6
FROM: Larry B. Feldcamp, Chairman Sheridan Site Committee
RE: Sheridan Disposal Services Site, Hempstead, Texas

On one or more occasions, the Sheridan Site Committee (the "Committee") has contacted your company requesting that your company contribute to the funding of investigative work at the site. To date, your company has not contributed the full amount requested by the Committee for this effort.

The remedial investigation/feasibility study work is almost finished and during the next several months the Committee intends to enter negotiations with the U.S. EPA on a consent decree to undertake remedial action, the Committee has developed an allocation for the funding of the entire remedial work, including investigative costs and administrative expenses.

To aid in the development of this allocation, the Committee formed an Allocation Subcommittee and hired the Kellogg Corporation to review the records of the Texas Department of Water Resources and Sheridan Disposal Service, Inc. in order to estimate the amount and type of waste sent to the site by each company. The estimate prepared by Kellogg places your company in the lower two tiers out of a total of six tiers.

As a part of the final settlement, the Committee proposes that the parties settling with the government assume certain contingent liabilities of the relatively small contributors. These contingent liabilities include your company's share of response costs as well as any future claims by the state and federal government for additional response actions as well as costs for post-closure care and/or monitoring. Upon your acceptance, the Committee will publish proposed language for such a "de minimis settlement". Subject to mutually acceptable terms and conditions, the Committee

014475

April 15, 1988

is willing to offer your company a de minimis settlement for \$15,000.

Based on this offer, the Committee hopes that your company will reconsider its decision not to participate in the funding of response action for this site. The Committee has prepared the enclosed petition to submit to EPA requesting "mixed funding" for this Site. Unless your company indicates its intent to accept (subject to mutually acceptable terms and conditions) the de minimis settlement described above by countersigning this letter and returning it to the undersigned by June 1, 1988, your company's name will be submitted to EPA as a "recalcitrant". It is necessary to supply EPA with the names of recalcitrants in order to receive federal funds from the "Superfund" to pay a portion of the costs of remedial action. It is highly likely that the EPA will take legal action against companies who do not participate in the funding of the response activity. This action would be for EPA oversight costs not reimbursed by the settling parties and any share of the remedial action paid for by EPA through "mixed funding". EPA's claim against each nonsettling company would be for EPA's entire cost on the basis of joint and several liability. This means that any one company could be held liable for the entire amount.

Moreover, the settling parties also have claims against your company. The Sheridan site has been proposed for listing on the National Priorities List for cleanup under the Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA"), 42 U.S.C. Section 9601 et. seq. The investigative and remedial costs incurred by the Committee would be response costs under CERCLA and your company would be liable for them. Accordingly, in addition to the claims of EPA, the companies represented by the Committee may seek recovery from your company for these response costs, including attorneys' fees.

In taking the remedial action at the Sheridan site, the companies represented by the Committee would also have a claim against your company for cost recovery based on the Texas Solid Waste Disposal Act ("TSWDA"). The TSWDA explicitly gives companies who take steps to eliminate a release or threatened release at a facility, such as the Sheridan site, the right to seek cost recovery against companies, such as yours, that generated or transported material to the site and have refused to pay their share. Any company that generated waste sent to the site, regardless of whether or not that waste would be considered "hazardous", could be liable in a cost recovery action if that company does not

014476

April 15, 1988

participate in the funding of the remedial effort. The Texas Solid Waste Disposal Act identifies four factors that determine how costs for the elimination of a release or threatened release of waste shall be apportioned. These factors are:

1. The relationship between the party's actions in storing, processing and disposal of waste and the remedy required to eliminate the release or threatened release;
2. The volume of waste each party is responsible for at the waste facility or site to the extent that the costs of the remedy are based on the volume of waste present;
3. Consideration of toxicity or other waste characteristics if these characteristics affect the costs of elimination of the release or threatened release; and
4. A party's cooperation with state agencies, its cooperation or noncooperation with the pending efforts to eliminate the release or threatened release, or a party's actions regarding the processing, storage or disposal of waste, as well as the degree of care which the party exercised.

Because the state law lists, as a criteria in determining the apportionment of costs, a party's cooperation or noncooperation with efforts to eliminate the release, the Committee urges your company to reconsider its decision not to participate in the funding of the response activity.

The companies represented by the Committee have attempted to address the problems posed by the Sheridan site in an environmentally responsible and cooperative and equitable manner. The Committee urges your company to join with us in our effort to close the Sheridan site in a proper way without the need for costly and time consuming litigation. This intent should be evidenced by signing below.

Further, please send us any information you may have regarding insurance coverage during the period of time your company's wastes were disposed of at the Sheridan site. Comprehensive General Liability policies, even those with pollution exclusion clauses, have been held by some courts to cover costs of investigation and remedial action at sites such as the Sheridan site.

014477

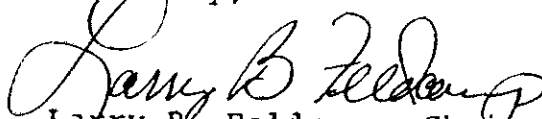
-4-

April 15, 1988

Should you have any questions regarding the developments with the Sheridan site, please call me at (713) 229-1573 or Bob Stewart at (512) 499-3920.

We look forward to hearing from you.

Sincerely,



Larry B. Feldcamp, Chairman
Sheridan Site Committee

LBF:52
011MHE/155E01

De minimis settlement offer of \$15,000 accepted subject to mutually acceptable terms and conditions.

By: _____

Title: _____

014478



^{1-420r}
JACOBS ENGINEERING GROUP INC.
ENVIRONMENTAL SYSTEMS DIVISION

12600 WEST COLFAX AVENUE, SUITE A300, LAKEWOOD, COLORADO 80215
TELEPHONE (303) 232-7093

April 20, 1988

Ms. Ruth Izraeli
U.S. EPA Region VI
1445 Ross Avenue at Fountain Place
Dallas, TX 75202-2733

Re: Sheridan Disposal Services Site
WA No. 05-B183-00
Comments on Ground Water Migration Management FS

Dear Ruth:

Enclosed please find our comments on the Draft Ground Water Migration Management Feasibility Study prepared by ERM-Southwest, Inc. for the Sheridan Site Committee and dated March 23, 1989.

I am also simultaneously transmitting a copy of the review comments to Linda Chapman for her review. She will formally transmit the document to you.

Please call if you have questions.

Sincerely
JACOBS ENGINEERING GROUP INC.

Allen J. Medine, Ph.D.
Work Assignment Manager

Enclosure

cc: Linda Chapman, JEG Dallas w/enclosure

014479

DEC 11 1987

Mr. John Cotterrell
SSC Project Manager
P.O. Box 266
Bellaire, Texas 77401

Re: Sheridan Disposal Services
Ground Water and Soil Sampling

Dear Mr. Cotterrell:

This letter is to confirm our discussions of December 7, 1987, which also included Richard Fuller and Donna Weidman of ERM-Southwest and Don Beaver and Gary Miller of Jacobs Engineering. The major topics covered were the timing and scope of the second priority pollutant groundwater sampling event and the background and evaporative-system soil sampling.

Agreement was quickly reached on the necessity of delaying the ground water sampling until after river and water table levels rise sufficiently to sample under "high flow" hydrologic conditions. As you pointed out, this delay would prohibit meeting the scheduled date for submittal of the draft Remedial Investigation (RI) in February, 1988. Although this delay extends the final determination of a remedial alternative we decided that the delay is necessary to fully characterize the extent of ground water contamination at the site. Therefore, we agreed that it will be necessary to extend the existing schedule.

Based on last year's data, it is likely that high flow conditions will occur in February which will allow submittal of the draft RI by April and draft Feasibility Study (FS) by August, 1988. However, it is possible that high water conditions will not occur until May. Current Agency commitments would necessitate submittal of the draft RI by July. You also indicated that the Committee would prefer to minimize any schedule delays.

We then discussed the number of wells and parameters to be sampled and tentatively agreed on sampling 18 wells. The specific wells and parameters to be analyzed are listed below:

Revised Sampling Scheme

MW-30 - volatile organics (VOAS), metals
 MW-31 - VOAS, metals
 MW-32 - VOAS, metals
 MW-35 - VOAS, metals
 MW-38 - VOAS
 MW-37 - VOAS
 MW-34 - VOAS
 MW-36 - metals
 MW-39 - metals
 MW-15 - metals

As Mr. Fuller noted during the conference call, this sampling schedule is a modification of the samples scheme presented on page 2-7 of the Work Plan. However, I think we are in agreement that the revised sampling scheme will effectively delineate the extent of contamination in both aquifers under high and low flow conditions, whereas the original plan would not accomplish these goals. 18410

The second major area of discussion was the evaporative system and background soil sampling event. I agreed to Richard Fuller's proposal of moving one background boring from off the property to the vicinity of MW-46. There was apparently some misunderstanding regarding indicator sampling in the evaporative system. I had discussed this sampling with Richard Fuller on December 1, when he indicated that he was ready to begin sampling during the week of December 14. After I scheduled CLP space for EPA's split samples I called Mr. Fuller to confirm the sampling date and to remind him that the evaporative sampling plan had been omitted from the final FS field studies Work Plan in June. This was done at my request in order to expedite approval of the plan and allow crucial field activities to begin immediately. We discussed the sampling plan described in the May 26, 1987, version of the work plan and I indicated that the proposed locations for the borings would require revision to more effectively sample the evaporative system cells. I expected Mr. Fuller to discuss these revised sample locations during the conference call. Instead, the Committee had apparently decided to renege on the original sampling proposal and decrease the number of borings. I agreed to evaluate a revised proposal which Mr. Fuller told me he would submit to the Agency by December 11. However, I indicated that 22 borings is a very small number in view of the size of the evaporative system and that the only compromise I could envision was in the depth or number of samples per boring.

One noteworthy point regarding the evaporative system sampling that we did not discuss during the conference was that approximately 20 million gallons of water from the waste lagoon were recently pumped into 29 acres of the evaporative system and that the proposed sampling will have to evaluate any resultant accumulation of contaminants in the soil. As we discussed during our meetings on the proposed Removal Action last spring, the recent use of the evaporation system essentially prohibits the use of past sampling results to determine the extent or degree of contamination until the impact on the system is evaluated by the indicator sampling. I hope that in light of these considerations that you and the Committee reconsider the proposal to decrease the total number of borings in the evaporative system. Assuming that we reach consensus on the evaporative system sampling, the soil sampling is planned to begin on December 28, 1987.

Please call me if you have any questions concerning this matter.

Sincerely yours,

Ruth L. Israeli

cc: R. Fuller/D. Weideman
ERM-Southwest
D. Beaver/G. Miller
Jacobs Engineering
Martyn Turner, TWC

014482

THE TRIANGLE CORPORATION

April 26, 1988

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Mr. Larry B. Feldcamp, Chairman
Sheridan Site Committee
c/o Baker & Botts
One Shell Plaza
910 Louisiana
Houston, Texas 77002-4995

Re: Sheridan Disposal Services Site
Hempstead, Texas

Dear Mr. Feldcamp:

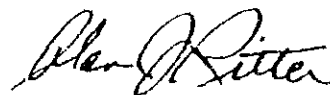
On April 15, 1988 you wrote to Mr. H. A. Bellows, Jr., President of The Triangle Corporation in regard to the above captioned matter.

Earlier today, I spoke with Marsha Hill of your office in order to clarify the reason for your letter being sent to our company. Ms. Hill advised me that the "Triangle" in question as indicated in Sheridan's records was located in Houston.

This is to advise you that our company, The Triangle Corporation, a Delaware Corporation, is a holding company doing business through subsidiaries, none of whom bore the Triangle name prior to 1984. In addition we have never had any operations or transactions in Houston which would have generated wastes requiring the services of a facility such as Sheridan Disposal Services.

If you require any further information, please contact me.

Very truly yours,



Alan J. Ritter
Controller

AJR/jc

014483

BAKER & BOTTS

OTHER OFFICES
WASHINGTON, D. C.
DALLAS
AUSTIN

ONE SHELL PLAZA
910 LOUISIANA
HOUSTON, TEXAS 77002-4995

TELEPHONE (713) 229-1234
TELECOPIER (713) 229-1730
TELEX 76 2779

G-38,389

April 15, 1988

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Mr. H. A. Bellows, Jr.
President
Triangle Corporation
72 Cummings Point Road
P. O. Box 1881
Stamford, Connecticut 06904

014484

Re: Sheridan Disposal Services Site, Hempstead, Texas

Dear Mr. Bellows:

On one or more occasions, the Sheridan Site Committee (the "Committee") has contacted your company requesting that your company contribute to the funding of investigative work at the site. To date, your company has not contributed the full amount requested by the Committee for this effort.

Enclosed is a memorandum which describes the current status of the Committee's activities with respect to the site. The remedial investigation/feasibility study work is almost finished and during the next several months, the Committee intends to enter negotiations on a consent decree with U.S. EPA to undertake remedial action at the site. As part of the final settlement, the Committee anticipates that a group of settling parties will assume certain contingent liabilities of the relatively small contributors. This "de minimis settlement" is discussed more fully in the enclosed memorandum.

The enclosed memorandum contains a de minimis settlement offer to your company, subject to mutually acceptable terms and conditions. Unless your company indicates its intent to accept (subject to mutually acceptable terms and conditions) the de minimis settlement described in the enclosed memorandum by countersigning the memorandum and

Mr. H. A. Bellows, Jr.

-2-

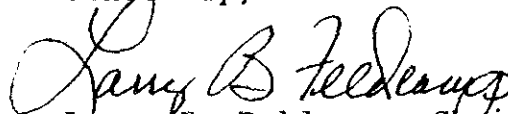
April 15, 1988

returning it to the undersigned by June 1, 1988, your
company's name will be submitted to EPA as a "recalcitrant".
The enclosed memorandum discusses the significance of your
company being considered a recalcitrant.

Should you have any questions regarding the develop-
ments with the Sheridan site, please call me at (713) 229-1573
or Bob Stewart at (512) 499-3920.

We look forward to hearing from you.

Sincerely,



Larry B. Feldcamp, Chairman
Sheridan Site Committee

LBF:52
Enclosures
010MHBI/155E01

cc: Committee Members

014485